

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re)	
)	Chapter 11
)	
FTX Trading Ltd., <i>et al.</i> , ¹)	Case No. 22-11068 (JTD)
)	
Debtors.)	(Jointly Administered)
)	
)	Obj. Deadline: April 4, 2024, at 4:00 p.m. (ET)
)	

**COVER SHEETS TO THE THIRD MONTHLY FEE APPLICATION OF ROTHSCILD
& CO US INC., AS INVESTMENT BANKER TO THE EXECUTIVE COMMITTEE OF
THE AD HOC COMMITTEE OF NON-U.S. CUSTOMERS OF FTX.COM, FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD FROM DECEMBER 1, 2023, THROUGH DECEMBER 31, 2023**

Name of applicant:	<u>Rothschild & Co US Inc.</u>
Authorized to provide professional services to:	<u>Executive Committee of the Ad Hoc Committee of Non-U.S. Customers of FTX.com</u>
Date of Retention Order:	<u>November 15, 2023</u>
Period for which compensation and/or reimbursement is sought:	<u>December 1, 2023 to and including December 31, 2023</u>
Total compensation requested as actual, reasonable, and necessary:	<u>\$175,000.00 (December Monthly Fee)</u>
Compensation requested immediately:	<u>\$140,000.00 (80% of \$175,000.00)</u>
Compensation held back:	<u>\$35,000.00 (20% of \$175,000.00)</u>

¹ The last four digits of FTX Trading Ltd.'s and Alameda Research LLC's tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

Amount of expenses requested as actual, reasonable, \$13,236.74
and necessary:²

Amounts paid to date: \$0.00

Net amount requested immediately: \$153,236.74 (80% of compensation and
100% of expenses)

This is a(n): X monthly ___ interim ___ final application

[Remainder of page intentionally left blank]

² Certain expenses for the period may not have been processed yet and will be included in subsequent fee applications.

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**THIRD MONTHLY FEE APPLICATION OF ROTHSCHILD & CO US INC., AS
INVESTMENT BANKER TO THE EXECUTIVE COMMITTEE OF THE AD HOC
COMMITTEE OF NON-U.S. CUSTOMERS OF FTX.COM, FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM DECEMBER 1, 2023, THROUGH DECEMBER 31, 2023**

This statement (the “*Fee Application*”) is the third monthly fee statement of Rothschild & Co US Inc. (“*Rothschild & Co*”), investment banker to the Executive Committee (the “*Executive Committee*”) of the Ad Hoc Committee of Non-U.S. Customers of FTX.com (the “*Ad Hoc Committee*”) in the chapter 11 cases (collectively, these “*Chapter 11 Cases*”) of the above captioned debtors and debtors-in-possession (the “*Debtors*”), filed pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “*Local Rules*”), the *Order Authorizing the Debtors to Enter into, and Perform their Obligations Under, the Reimbursement Agreements* [Docket No. 3928] (the “*Reimbursement Order*”) and the *Order Establishing Procedures For Interim Compensation and Reimbursement*

³ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>.

of Expenses For Professionals [Docket No. 435] (the “**Interim Compensation Order**”). Rothschild & Co requests: (a) payment of compensation in the amount of \$140,000.00 (80% of \$175,000.00) of fees on account of reasonable and necessary professional services rendered to the Executive Committee by Rothschild & Co during the period from December 1, 2023 through and including December 31, 2023 (the “**Fee Period**”); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$13,236.74 incurred by Rothschild & Co in connection with such services. In support of this Fee Application, Rothschild & Co respectfully states as follows:

Background

1. On November 11 and November 14, 2022, the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) with this Court. The Debtors are authorized to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. The Ad Hoc Committee was formed on December 2, 2022 by a collective group of non-US customers who held accounts on the FTX.com platform. The Ad Hoc Committee, which currently comprises 68 members and is growing, holds in excess of approximately \$2.8 billion in aggregate customer entitlements against the Debtors as of January 31, 2024.

3. On January 9, 2023, the Court entered the Interim Compensation Order, which generally sets forth the procedures for interim compensation and expense reimbursement for retained professionals in the Debtors’ Chapter 11 Cases.

4. On July 1, 2023, the Executive Committee engaged Rothschild & Co in connection with these Chapter 11 Cases. Each member of the Executive Committee has consented to Rothschild & Co’s representation of the Executive Committee in these Chapter 11 Cases.

5. Pursuant to the terms of that certain engagement letter between the Debtors and Rothschild & Co, dated July 1, 2023 (as may be amended or otherwise modified from time to time, the “**Engagement Letter**”), the Debtors agreed to compensate Rothschild & Co in an amount equal to \$175,000.00 per month during the course of its engagement, in addition to compensation for achieving certain milestones.

6. On November 15, 2023, the Court entered the Reimbursement Order. Subject to the terms thereof, the Reimbursement Order authorized the Debtors to reimburse Rothschild & Co for all of its outstanding and future reasonable documented fees and expenses in furtherance of the diligence, negotiation, prosecution, documentation and implementation of a comprehensive restructuring of the Debtors.

Summary of Services

7. The Rothschild & Co professionals who rendered professional services during the Fee Period in these cases are as follows: Charles Delo (Managing Director), John Kang (Director), Sean Crotty (Associate), Lorenzo Muñoz (Analyst) and Julia Walters (Analyst).

8. Although Rothschild & Co, in line with its own standard procedures and market convention, does not bill by the hour, Rothschild & Co maintained post-petition time records in one-half (0.5) hour increments in accordance with the Reimbursement Order. Such time records are attached hereto as **Exhibit A**.

9. During the Fee Period, the Executive Committee relied heavily on the experience and expertise of the above-named persons in dealing with matters described below. Rothschild & Co’s highly skilled restructuring professionals devoted significant time and effort to perform properly and expeditiously the required professional services.

10. Consistent with the Reimbursement Order, the following summaries highlight certain key areas in which Rothschild & Co provided essential services to the Executive Committee:

- a. *Executive Committee meetings / calls* – This category includes time by Rothschild & Co professionals preparing for and participating in various meetings and calls with the Executive Committee, individual members of the Executive Committee, and advisors to the Ad Hoc Committee, to keep principals and Ad Hoc Committee advisors informed of relevant developments in the Debtors’ bankruptcy proceedings, to make key decisions and to discuss the progress of the case and the progress towards certain restructuring milestones.
- b. *Meetings / calls with non-Executive Committee creditors* – This category includes time spent by Rothschild & Co professionals discussing general case updates and other related items with non-Executive Committee creditors.
- c. *Internal calls / meetings* – This category includes time spent by Rothschild & Co professionals discussing relevant case developments and deliberating case strategy. These discussions are necessary to synchronize efforts and analyze, among other things, the Debtors’ overall strategic alternatives, appropriate next steps, timing of future actions and general preparation in advance of meetings with other third parties.
- d. *Court hearings / filings* – This category includes time spent by Rothschild & Co professionals (i) participating in or monitoring Court hearings, (ii) engaging in research, performing various analyses and reviewing relevant documents in

preparation for court proceedings, (iii) reviewing, researching and analyzing case information included in or in connection with Court documents, as well as pleadings and other docket filings throughout these Chapter 11 Cases, (iv) reviewing filings and declarations related to the Debtors' asset and coin monetization processes and (v) preparing fee applications in compliance with the Local Rules and Reimbursement Order.

- e. *Case administration* – This category includes time spent by Rothschild & Co professionals performing general case administration.
- f. *Analysis / diligence / presentations / related items* – This category includes time spent by Rothschild & Co professionals (a) performing analyses, reviewing analyses, conducting diligence and providing input regarding materials prepared by the Debtors' advisors on topics including the Debtors' liquidity, creditor claims, financial affairs, ongoing asset and coin monetization processes, case strategy and plan support agreement, and (b) preparing various memos, presentations and discussion materials for the Executive Committee or other stakeholders, including the Debtors, the Official Committee of Unsecured Creditors and their respective advisors.
- g. *Meetings / calls with Debtors / Official Committee of Unsecured Creditors* – This category includes time spent by Rothschild & Co professionals discussing due diligence, negotiations, general case updates and other related items with the Debtors, the Official Committee of Unsecured Creditors and their respective advisors.

11. The tables below display a summary of hours spent by each professional and expenses incurred during the Fee Period.

Summary of Hours of Service by Rothschild & Co During the Fee Period

Professional	Position	Total hours
Charles Delo	Managing Director	49.5
John Kang	Director	67.0
Sean Crotty	Associate	87.5
Lorenzo Muñoz	Analyst	43.5
Julia Walters	Analyst	46.0
Total		293.5

Summary of Expenses for the Fee Period

Expense Category	Amount
Travel	\$18.94
Ground Transportation	-
Hotel	-
Legal Fees	\$13,115.00
Miscellaneous	-
Meals	\$102.80
Presentation	-
Copies	-
Research/Database	-
Telephone/Communications	-
Courier Services	-
Total	\$13,236.74

12. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Fee Application due to delays caused by accounting and processing. Rothschild & Co reserves the right to seek allowance of such fees and expenses not included herein. Detailed support for actual and necessary costs incurred during the Fee Period are attached hereto, in **Exhibit B**.

Notice and Objection Procedures

13. Rothschild & Co has provided notice of this Fee Application to:

- a) counsel to the Debtors, (i) Sullivan & Cromwell LLP, 125 Broad Street, New York, New York 10004, Attn: Alexa J. Kranzley (kranzleya@sullcrom.com),

and (ii) Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, Delaware 19801, Attn: Adam G. Landis (landis@lrclaw.com) and Kimberly A. Brown (brown@lrclaw.com);

- b) counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the Debtors’ Chapter 11 Cases, (i) Paul Hastings LLP, 200 Park Avenue, New York, New York 10166, Attn: Kristopher Hansen (krishansen@paulhastings.com), Erez Gilad (erezgilad@paulhastings.com), and Gabriel Sasson (gabesasson@paulhastings.com), and (ii) Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: Matthew B. Lunn (mlunn@ycst.com) and Robert F. Poppiti, Jr. (rpoppiti@ycst.com);
- c) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Benjamin A. Hackman (benjamin.a.hackman@usdoj.gov); and
- d) counsel to Katherine Stadler, the fee examiner appointed in the Debtors’ Chapter 11 Cases, Godfrey & Kahn, S.C., One East Main Street, Suite 500, Madison, Wisconsin 53703 Attn: Mark Hancock (mhancock@gklaw.com).

14. Objections to the Fee Application, if any, must be filed with the Court and served upon Rothschild & Co and the Notice Parties (as defined in the Interim Compensation Order) no later than **March [•], 2024 at 4:00 p.m.** (prevailing Eastern Time) (the “**Objection Deadline**”), setting forth the nature of the objection and specific amount of fees and expenses at issue.

Certification of Compliance

15. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies that, to the best of his knowledge, information and belief, this Fee Application complies with that

rule, except to the extent waived by the Reimbursement Order or otherwise modified by orders of this Court. To the extent this Application does not so comply, Rothschild & Co submits that such deviations are immaterial and respectfully requests that any relevant requirements be waived.

[Remainder of page intentionally left blank]

WHEREFORE, pursuant to the Reimbursement Order and the Interim Compensation Order, Rothschild & Co requests, to the extent not already paid: (a) payment of compensation in the amount of \$140,000.00 (80% of \$175,000.00) of fees on account of reasonable and necessary professional services rendered to the Executive Committee by Rothschild & Co for December 2023; and (b) reimbursement of actual and necessary costs and expenses in the amount of \$13,236.74.

Dated: March 15, 2024

Charles Delo

Charles Delo
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Investment Banker to the Executive Committee